



Ahimsa Industries Pvt. Ltd.

(An ISO 9001 certified company)

102, Iscon Elegance, Nr. Shapath-5, Prahladnagar Junction,
S. G. Highway, Ahmedabad - 380 015 (INDIA).

T. +91 79 27445901 / 02 | info@ahimsaind.com
ahimsaindustries@yahoo.com | ahimsagreenpet@gmail.com

Date: 18th December, 2014

LETTER OF APPOINTMENT AS INDEPENDENT DIRECTOR OF COMPANY

To,

Mr. Ashish N. Shah (DIN: 00089075)

Sub: Appointment as an Independent Director of Ahimsa Industries Private Limited

We are pleased to confirm your appointment as Non-Executive Independent Director on the Board of Directors of Ahimsa Industries Private Limited (hereinafter referred as the Company) for a term of five years with effect from 18th December, 2014.

A. APPOINTMENT:

1. Your appointment as a Non-Executive Independent Director on the Board of Directors for a term of five years on the Board of Directors of Ahimsa Industries Private Limited with effect from 18th December, 2014.
2. Your appointment has subject to approval of the Shareholders of the Company as per the provisions of the Companies Act, 2013.
3. In compliance with provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
4. The term Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement.
5. Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the listing agreement.
6. Notwithstanding other provisions of this letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
7. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

B. MEMBERSHIP IN COMMITTEES:

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable laws and regulations.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.



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C. TIME COMMITMENT:

1. As a Non-Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
2. The Board generally meets four times in a year. The Audit Committee generally meets atleast four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Stakeholder Relationship Committee, Meeting of Independent Directors etc. Meetings of which are ordinarily convened as per requirements. You will be expected to attend Board and Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.
3. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

D. ROLE AND DUTIES

As a member of the board, your role, duties and responsibilities will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement.

In terms of the Companies Act, 2013 and the listing agreement, there are certain duties prescribed by the 'Act' for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

1. You shall act in accordance with the Company's Articles of Association.
2. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.
3. You shall exercise your duties with due and reasonable care, skill and diligence.
4. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
6. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements applicable to all Directors, the role of the Non- Executive Director has the following key elements:



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Strategy: Non-Executive Directors should constructively challenge and help develop proposals on strategy;

Performance: Non-Executive Directors should scrutinize the performance of management in meeting agreed goals and objectives;

Risk: Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning;

Reporting: Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of Company; and

Compliance: Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company practices to accepted norms.

You shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act and in Clause 49 of the Listing Agreement.

E. REMUNERATION, ETC

1. Fees/ Commission:

- You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board. Further, you will also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time.
- You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company.

2. REIMBURSEMENT OF EXPENSES

- In addition to the remuneration described above, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.



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F. CONFLICT OF INTEREST

1. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.
2. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

G. CONFIDENTIALITY

1. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.
2. Your attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary.

H. EVALUATION

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis as per Company's Policy. Your appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

I. INDEPENDENT PROFESSIONAL ADVICE

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

J. DISCLOSURE OF INTEREST

Any material interest that a Director may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contract with a particular person, firm or company is acceptable.



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K. CODE OF CONDUCT

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the Code of Conduct.

L. TERMINATION

1. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies (ROC).
2. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.
3. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

M. GENERAL

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Gujarat.

If you are willing to accept these terms of appointment relating to your appointment as a Non-executive Independent Director of Ahimsa Industries Private Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed duplicate copy of this letter.

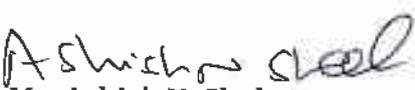
Yours sincerely,

For Ahimsa Industries Private Limited


Ashutosh D. Gandhi
(DIN: 00654563)
Director



I have read and agree to the above terms regarding my appointment as an Independent Director of Ahimsa Industries Private Limited.


Mr. Ashish N. Shah
(DIN: 00089075)
Non- Executive and Independent Director

Date: 20/12/2014
Place: Ahmedabad



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CIN: L25200GJ1996PLC028679

Date: 24th June, 2015

LETTER OF APPOINTMENT AS INDEPENDENT DIRECTOR OF COMPANY

To,

Mr. Bhadresh A. Trivedi (DIN: 07218969)

Sub.: Appointment as an Independent Director of Ahimsa Industries Limited

We are pleased to confirm your appointment as Non-Executive Independent Director on the Board of Directors of Ahimsa Industries Limited (hereinafter referred as the Company) for a term of five years with effect from 24th June, 2015.

A. APPOINTMENT:

1. Your appointment as a Non-Executive Independent Director on the Board of Directors for a term of five years on the Board of Directors of Ahimsa Industries Limited with effect from 24th June, 2015.
2. Your appointment has subject to approval of the Shareholders of the Company as per the provisions of the Companies Act, 2013.
3. In compliance with provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
4. The term Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement.
5. Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the listing agreement.
6. Notwithstanding other provisions of this letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
7. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

B. MEMBERSHIP IN COMMITTEES:

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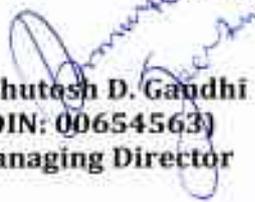
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If you are willing to accept these terms of appointment relating to your appointment as a Non-executive Independent Director of Ahimsa Industries Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed duplicate copy of this letter.

Yours sincerely,

For Ahimsa Industries Limited


Ashutosh D. Gaudhi
(DIN: 00654563)
Managing Director



I have read and agree to the above terms regarding my appointment as an Independent Director of Ahimsa Industries Limited.


Mr. Bhadresh A. Trivedi
(DIN: 07218969)
Non- Executive and Independent Director

Date: 25/06/2015
Place: Ahmedabad